

EXHIBIT 2

Calton, Judy B.

From: Sims, Pairlee on behalf of Calton, Judy B.
Sent: Wednesday, June 16, 2010 7:35 AM
To: 'dgeoghan@teamtogut.com'
Cc: Winsten, I. W.; Baty Jr., Donald F.
Subject: Delphi v. GKNS Intermetals, Adv. Pro. No. 07-02328
Attachments: DETROIT-#4229409-v1-ORDER_DISMISSING_CLAIMS.DOC

As you know, GKN Sinter Metals LLC (the correct name of the defendant in the captioned action) ("GKN") moved to dismiss the complaint against it to the extent Plaintiffs were seeking to avoid transfers made for or on account of assumed contracts. Moreover, at the April 1, 2010 hearing Judge Drain made clear he wanted preference claims based on assumed contracts dismissed. Plaintiffs did not oppose dismissal on the assumption grounds in their brief in response to GKN's motion.

Accordingly, enclosed for your signature is a proposed Order Dismissing Claims Based on Transfers Under Assumed Contracts.

Please let me know if you want any changes in the form of order. Otherwise, please sign and return to me no later than June 21, 2010.

HONIGMAN

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6/25/2010

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Attorneys for Defendant GKNS Intermetals, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____	X	
	:	
In re:	:	Chapter 11
	:	Case No. 05-44481 [RDD]
DELPHI CORPORATION, <i>et al.</i>	:	
	:	Jointly Administered
-----	X	
	:	
DELPHI CORPORATION, <i>et al.</i> ,	:	Adv. Pro. No. 07-02328 [RDD]
	:	
Plaintiffs,	:	
	:	
- against -	:	
	:	
GKNS INTERMETALS,	:	
	:	
Defendant.	:	
-----	X	

**ORDER DISMISSING CLAIMS BASED ON
TRANSFERS UNDER ASSUMED CONTACTS**

Plaintiff DPH Holdings Inc. ("Plaintiff") having filed this adversary proceeding to avoid allegedly preferential transfers made to Defendant GKNS Intermetals ("GKN"), Debtors having assumed Contract DO550062423 pursuant to the July 10, 2009 Notice of Filing of Notices of Assumption and Assignment with Respect to Certain Executory Contracts or Unexpired Leases to be Assumed and Assigned to Parnassus Holdings II, LLC Under Modified Plan of Reorganization (Docket No. 18076) and Purchase Order Numbers 9016140, SAG9014826,

SAG9013467, SAG9015080, SAG9015234, SAG9013466, SAG9013748, 9016045, pursuant to the Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Buyers in Connection With Sale of Steering and Halfshaft Business (Docket No. 12323) (together with Contract DO550062423, the "Assumed Contracts").

This matter having come on to be considered upon the stipulation of Plaintiff and GKN, no further notice or hearing being necessary, and the Court being fully advised in the premises;

IT IS HEREBY ORDERED that to the extent that Plaintiffs assert claims in the captioned adversary proceeding with respect to any transfers of an interest of a debtor in property that were made for or on account of the Assumed Contracts, those claims are dismissed with prejudice.

UNITED STATES BANKRUPTCY JUDGE

STIPULATED AND AGREED:

TOGUT, SEGAL & SEGAL LLP

Attorneys for DPH Holdings Corporation, *et al.*

HONIGMAN MILLER SCHWARTZ AND
COHN LLP

Attorneys for GKNS Intermetals

By: _____

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By: /s/ Judy B. Calton _____

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